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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 12, 2001

RECORDATION NO. 23637-E FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

OCT 2 '01 3-37 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, Management and Escrow Agreement, dated as of August 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was filed with the Board under Recordation Number 23637-B and corrects the equipment schedule filed therewith.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: The Vaughn Group, Inc.
9367 Allen Road
West Chester, Ohio 45069

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) locomotives and one slug unit attached hereto.

Mr. Vernon A. Williams
September 12, 2001
Page Two

A short summary of the document to appear in the index is:

Addendum to Memorandum of Assignment of Lease Agreement,
Management and Escrow Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF UNITS

Group 1:

Description and quantity: one (1) SD-40 locomotive.

Locomotive Mark and Number: NECR 5032.

Group 2:

Description and quantity: seven (7) GP-40-1-CU locomotives.

Locomotive Marks and Numbers: MNA 4012-4015 inclusive; ISRR 4037 and 4042; MNA 4045.

Group 3:

Description and quantity: eight (8) SW-1200 locomotives.

Locomotive Marks and Numbers: SCRF 8; MS 73; VCRR 1200; MNA 751; SGVY 998 and 999; GSWR 1208 and 1237.

Description and quantity: one (1) GP-7 locomotive.

Locomotive Mark and Number: VCRR 100.

Group 4:

Description and quantity: two (2) GP-38-2 locomotives.

Locomotive Marks and Numbers: CORP 3819; DGNO 3833.

Group 5:

Description and quantity: one (1) GP-38 control and one slug unit.

Locomotive Marks and Numbers: GSWR 3813 and 4167

ADDENDUM TO
MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT, MANAGEMENT AND
ESCROW AGREEMENT

THIS ADDENDUM TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT, MANAGEMENT AND ESCROW AGREEMENT (the "Addendum") is made and entered into as of August 31, 2001, by and between The Andersons, Inc., ("Assignor") and The Vaughn Group, Inc. ("Assignee"); and

Railcar, Ltd., as lessor, RailTex, Inc., as lessee, entered into that certain Master Lease Agreement dated as of December 28, 2000, and Schedule No. 1 executed pursuant thereto (together the "Lease") pertaining to the locomotive equipment described in Equipment Schedule (the "Locomotives"). The Memorandum of Lease Agreement with respect to the Lease was filed on September 6, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301 Recordation No. 23637 with the Locomotives being described in Description of Locomotives attached to the Memorandum of Lease Agreement.

A Memorandum of Assignment of Lease Agreement was filed on September 6, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301 between Railcar, Ltd., as lessor/assignor and The Andersons, Inc., as assignee under Recordation No. 23637-A.

A Memorandum of Assignment of Lease Agreement, Management and Escrow Agreement was filed on September 6, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301 between The Andersons, Inc. as assignor and The Vaughn Groups, Inc., as assignee under Recordation No. 23637-B.

The undersigned Assignor and Assignee acknowledge that the original "Description of Locomotives" attached to the Memorandum of Lease is deleted and the "Description of Locomotives" attached to the Addendum to the Memorandum of Lease is substituted.

This Addendum to Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Addendum to assignment.

[Execution on the next page; remainder of this page intentionally left blank]

RECORDATION NO. 23637-E FILED

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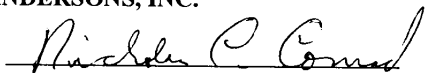
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Addendum to Memorandum of Assignment of Lease Agreement, Management and Escrow Agreement to be executed as of the date first above written.

ASSIGNOR:

THE ANDERSONS, INC.

By:



Printed Name: Nicholas C. Conrad


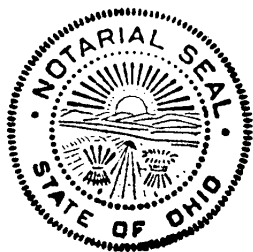
Title: Assistant Treasurer

STATE OF OHIO)

COUNTY OF LUCAS) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad the Assistant Treasurer of The Andersons, Inc. an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 10th day of September, 2001.


Notary Public
My commission expires:

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

IN WITNESS WHEREOF, the parties hereto have executed or caused this Addendum to Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNEE:

THE VAUGHN GROUP, INC.

By: _____

Printed Name: **John V. Handelsman**
President and CEO

Title: _____

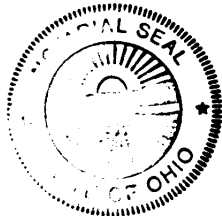
STATE OF OHIO)

COUNTY OF BUTLER) SS:

Before me, a Notary Public, in and for said county and state, personally appeared John V. Handelsman, the President and CEO of The Vaughn Group, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at West Chester, Ohio this 10th day of September, 2001.

Kathy J. Voegele
Notary Public
My commission expires:



896569_1

KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05

DESCRIPTION OF UNITS

Group 1:

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Locomotive Mark and Number: NECR 5032.

Group 2:

Description and quantity: seven (7) GP-40-1-CU locomotives.

Locomotive Marks and Numbers: MNA 4012-4015 inclusive; ISRR 4037 and 4042; MNA 4045.

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